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PEARSON PLC
Form 6-K
April 28, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934

For the month of April 2006

PEARSON plc
(Exact name of registrant as specified in its charter)

N/A

(Translation of registrant's name into English)

80 Strand
London, England WC2R 0RL
44-20-7010-2000
(Address of principal executive office)

Indicate by check mark whether the Registrant files or will file annual reports
under cover of Form 20-F or Form 40-F:

Form 20-F ☒ X

Form 40-F ☐

Indicate by check mark whether the Registrant by furnishing the information
contained in this Form is also thereby furnishing the information to the
Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934

Yes ☐

No ☒ X

This Report includes the following documents:

1. A press release from Pearson plc announcing Holding(s) in Company

LETTER TO RNS
DATED: 28 APRIL 2006

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Notification of Change in Interest in Shares

We write in accordance with rule 9.12, under the continuing obligations section of the Listing Rules, to notify you that on 28 April 2006 we received information that, pursuant to section 198 of the Companies Act 1985, the shareholding of The Capital Group Companies, Inc., which equals 30,567,323 shares, now represents 3.8% of the issued ordinary share capital of Pearson plc.

The registered holders of the shares are listed on the schedule attached to this fax.

LETTER FROM: PEARSON PLC

LETTER TO: PEARSON PLC
DATED: 26 APRIL 2006

SECTION 198 NOTIFICATION Notification Of Decrease

This Notice is given by The Capital Group Companies, Inc. on behalf of its affiliates, including Capital Research and Management Company, Capital International Inc., Capital International, S.A., Capital International Limited, and Capital Guardian Trust Company, pursuant to Section 198 of the Companies Act 1985.

The interest in the relevant share capital indicated below arises by virtue of holdings attributed to the Companies (see Schedule A). These holdings form part of funds managed on behalf of investment clients by the Companies.

Share capital to which this relates:

Ordinary Shares (804,498,954 shares outstanding)

Number of shares in which the Companies have an interest:

30,567,323

Name(s) of registered holders):

See Schedule B

As of 26 April 2006

Pearson plc

	Number of Shares	Percent of Outstanding
The Capital Group Companies, Inc., ("CG") holdings	30,567,323	3.800%
Holdings by CG Management Companies and Funds:		

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Capital Guardian Trust Company	13,969,571%	1.736%
Capital International Limited	6,944,455	0.863%
Capital International S.A.	2,098,468	0.261%
Capital International, Inc.	480,557	0.060%
Capital Research and Management Company	7,074,272	0.879%

Schedule A

Schedule of holdings in Pearson plc As of 26 April 2006

Capital Guardian Trust Company

Registered Name	Local Shares
State Street Nominees Limited	1,610,758
Bank of New York Nominees	537,978
Northern Trust	149,100
Chase Manhattan Bank Australia Limited	1,300
Chase Nominees Limited	6,357,527
BT Globenet Nominees Ltd.	243,935
Midland Bank plc	1,113,910
Cede & Co.	104,700
Bankers Trust	524,000
Barclays Bank	13,200
Brown Bros.	17,893
Nortrust Nominees	2,194,389
MSS Nominees Limited	22,600
State street Bank & Trust Co.	2,300
Citibank NA	21,500
Mellon Bank N.A.	76,800
ROY Nominees Limited	15,400
Mellon Nominees (UK) Limited	389,114
HSBC	17,400

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JP Morgan Chase Bank	555,767
TOTAL	13,969,571

Schedule B

Capital International Limited

Registered Name	Local Shares
State Street Nominees Limited	189,262
Bank of New York Nominees	1,090,981
Northern Trust	874,938
Chase Nominees Limited	1,587,229
Midland Bank plc	86,500
Bankers Trust	98,200
Barclays Bank	70,500
Morgan Guaranty	86,900
Nortrust Nominees	729,795
MSS Nominees Limited	70,700
State Street Bank & Trust Co.	403,810
Lloyds Bank	39,800
Citibank NA	18,800
Deutsche Bank AG	65,400
Chase Manhattan Nominee Ltd.	65,100
HSBC Bank plc	407,200
Mellon Bank NA	74,300
Northern Trust AVFC	81,049
KAS UK	62,725
Bank One London	125,900
HSBC	5,100
JP Morgan Chase Bank	72,900
Ralffelsen Zentral Bank	468,600
Fortis Bank	14,900
Metzler Seel Sohn & Co	50,600

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Nordea Bank	82,066
Bayerische Hypo Und Vereinsbank AG	21,200
TOTAL	6,944,455

Schedule B

Capital International SA

State Street Nominees Limited	16,036
Bank of New York Nominees	4,800
Chase Nominees Limited	416,061
Midland Bank plc	59,300
Barclays Bank	12,800
Pictet & Cie, Geneva	44,955
Nortrust Nominees	13,800
Morgan Stanley	13,300
J.P.Morgan	1,057,983
State Street Bank & Trust Co	25,852
Lloyds Bank	18,800
HSBC Bank plc	248,300
Lombard Odier Et Cie, Geneva	135,981
Metzler Seel Sohn & Co	16,700
Credit Suisse, Zurich	13,800
TOTAL	2,098,458

Schedule B

Capital International. Inc.

State Street Nominees Limited	28,000
Bank of New York Nominees	84,300
Midland Bank plc	17,100
Bankers Trust	7,700
Nortrust Nominees	153,557
State Street Bank & Trust Co.	163,100

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HSBC Bank plc	26,800
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TOTAL	480,557
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Schedule B

Capital Research and Management Company

State Street Nominees Limited	750,000
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Chase Nominees Limited	6,324,272
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TOTAL	7,074,272
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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PEARSON plc

Date: 28 April 2006

By: /s/ STEPHEN JONES

Stephen Jones
Deputy Secretary